

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

HENRY SCHEIN, INC.,
a Delaware corporation,

Plaintiff,

v.

CRAIG HOLBROOK, HOLBROOK
ENTERPRISES, LLC d/b/a GLOBAL
MEDICAL & DENTAL, a Hawaii limited
liability company, and PATTERSON DENTAL
SUPPLY, INC., a Minnesota corporation,

Defendants.

09 CV 2769 (LDW) (AKT)

**DECLARATION OF RICHARD MIRANDA IN SUPPORT OF PLAINTIFF'S
MOTION FOR A PRELIMINARY INJUNCTION AND EXPEDITED DISCOVERY**

I, RICHARD MIRANDA, under penalty of perjury declare:

1. I am the President of the Diversified Healthcare Group at Henry Schein, Inc. ("Schein").
2. In September 2008, representatives of Schein, myself included, had a discussion in New York with Craig Holbrook and Todd Warner, an advisor of Holbrook's from Paragon Equity partners, Inc., regarding the potential sale of Holbrook Enterprises, LLC d/b/a Global Medical & Dental ("Global") to Schein.
3. Global's price demands were very high and the two sides were unable to reach an agreement on the terms of a transaction.
4. In connection with the discussion, Holbrook and his advisor presented Schein representatives with a "Confidential Selling Memorandum" detailing certain financial information concerning the operations at Global.

5. I informed Holbrook that the financial information contained in the Confidential Selling Memorandum was confidential and proprietary to Schein and that they did not have authorization to share the information with third parties.

6. Attached as Exhibit A is a true and correct copy of the September 11, 2008 cover letter accompanying the Confidential Selling Memorandum.

7. In the letter, Warner states that "Global Medical & Dental is a turnkey solution for anyone wanting to enter and dominate the Hawaii dental market."

I declare under penalty of perjury that the foregoing is true and correct. Executed on June 30, 2009.

 6/30/09
Richard Miranda

Exhibit A



September 11, 2008

Henry Schein Inc.
Richard Miranda
Vice President - Business Development
135 Duryea Road
Melville, New York 11747

Dear Mr. Miranda,

We are pleased to provide you with the confidential selling memorandum which includes financial results and projections for Global Medical & Dental LLC.

Global Medical & Dental is a turnkey solution for anyone wanting to enter and dominate the Hawaii dental market. The company offers strong local relationships, forward thinking management, an aggressive results oriented sales force, well trained and trusted service technicians, as well as command of the complex inter-island distribution network. Global Medical & Dental will provide instant credibility to the acquiring company because of its past history of honest dealings with customers, community involvement, and stellar reputation.

Global Medical & Dental paid for the initial start up and growth in the Hawaii market by purchasing MFH and invested heavily into remaking the local reputation and relationship of Henry Schein while expanding the market. Over the years, revenues have grown to an anticipated \$16 million in 2008 and are projected to be in excess of \$18.5 million by 2012. In addition to this organic growth, there are significant expansion opportunities in the Hawaii Medical and Veterinary markets. Furthermore, operations in Hawaii provide an effective stepping stone for penetrating the large, untapped Pacific Rim markets.

Thank you for the opportunity to present Global Medical & Dental to Henry Schein. We look forward to meeting with you in Melville next week.

Sincerely,

A handwritten signature in black ink, appearing to read "Todd Warner".

Todd Warner, Director
Paragon Equity Partners Inc.

Enclosures